UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person
BARRETT MICHAEL G.
C/O MAGNITE, INC.
1250 BROADWAY, 15TH FLOOR
NEW YORK NY 10001

2. Issuer Name and Ticker or Trading Symbol
MAGNITE, INC. [ MGNI ]

3. Date of Earliest Transaction (Month/Day/Year)
04/04/2023

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
( Check all applicable)
X Director
X Officer (give title below)
CEO

6. Individual or Joint/Group Filing ( Check Applicable Line)
X Form filed by One Reporting Person
Form filed by More than One Reporting Person

7. Nature of Indirect Beneficial Ownership (Instr. 4)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | 6. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 7. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 8. Ownership Percentage
<table>
<thead>
<tr>
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</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>04/04/2023</td>
<td>M</td>
<td>A</td>
<td>$0.00(1)</td>
<td>1,597,523</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>04/04/2023</td>
<td>P(2)</td>
<td>69,743</td>
<td>$9.05</td>
<td>1,527,780</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivatives Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Performance Stock Units</td>
<td>(5)</td>
<td>04/04/2023</td>
<td>M</td>
<td>138,014(1)</td>
<td>(1)</td>
<td>(1)</td>
<td>Common Stock</td>
<td>$1.00</td>
<td>(5)</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:
1. Represents the number of shares that vested under a performance-based restricted stock unit award, which was granted on April 1, 2020, based on the Issuer's total stockholder return ("TSR") for the three-year period beginning on April 1, 2020 relative to the TSRs of the companies in the Russell 2000 index over that period, which vesting occurred on April 4, 2023. The vested shares represent the total number of shares earned under the performance-based restricted stock unit award, and the remainder reported in the Reporting Person's Form 4 filed with the Securities and Exchange Commission on April 3, 2020 were forfeited.
2. Represents the non-discretionary forfeiture of shares on behalf of the Reporting Person pursuant to an arrangement mandated by the Issuer to cover the tax withholding obligations associated with the vesting and settlement of the performance-based restricted stock units reported in footnote (1) herein.
3. Each performance-based restricted stock unit represents a contingent right to receive one vesting share of the Issuer's common stock.

Remarks:

// Aaron Saltz, attorney-in-fact 04/06/2023
**Signature of Reporting Person**
Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.
Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.